FEDERATED INVESTORS INC /PA/

Form 4

March 08, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

FISHER JOHN B Sy				er Name ar RATED I FII]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
AVENUE,	(Last) (First) (Middle) 001 LIBERTY AVENUE, FEDERATED NVESTORS, INC.		3. Date of Earliest Transaction (Month/Day/Year) 03/04/2016					Director 10% Owner X Officer (give title Other (specify below) Vice President				
	Filed				Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
PITTSBUI	RGH, PA 15222-3	3779						Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Date, if	Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class B Common Stock	03/04/2016			A	22,832	A	\$0	498,629	D			
Class B Common Stock	03/07/2016			S <u>(1)</u>	9,363	D	\$ 28.2763 (2)	489,266	D			
Class B Common Stock								40,000	I	Held indirectly by		

Rosewood

Edgar Filing: FEDERATED INVESTORS INC /PA/ - Form 4

Class B Held indirectly by 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Limited

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amount	of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securiti	es	(Instr. 5)
	Derivative				Securities	;		(Instr. 3	and 4)	
	Security	ity Acquired								
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									mount	
						Date Exercisable	Expiration e Date	0		
								Title N		
								0		
				Code V	V (A) (D)			S	hares	

Relationships

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FISHER JOHN B

1001 LIBERTY AVENUE Vice FEDERATED INVESTORS, INC. President PITTSBURGH, PA 15222-3779

Signatures

/s/ John D. Martini (Attorney-in-Fact) 03/08/2016

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: FEDERATED INVESTORS INC /PA/ - Form 4

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents a sale of shares to satisfy tax obligations arising from the vesting of restricted shares of stock.
- The price reported in Column 4 is a weighted average price. These shares were sold in 21 transactions at prices ranging from \$28.21 to \$28.40 inclusive. The reporting person undertakes to provide to Federated Investors, Inc., any security holder of Federated Investors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

The Power of Attorney dated April 24, 2014 is incorporated herein by reference.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.